

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
In the matter of the application of	:	Civil Action No. 11-cv-5988-UA
	:	
THE BANK OF NEW YORK MELLON (as	:	OBJECTION TO SETTLEMENT AND
Trustee under various Pooling and Servicing	:	NOTICE TO APPEAR OF MAINE STATE
Agreements and Indenture Trustee under	:	RETIREMENT SYSTEM, PENSION TRUST
various Indentures), et al.,	:	FUND FOR OPERATING ENGINEERS,
	:	VERMONT PENSION INVESTMENT
Petitioners,	:	COMMITTEE, AND WASHINGTON
	:	STATE PLUMBING & PIPEFITTING
vs.	:	PENSION TRUST
	:	
WALNUT PLACE, LLC, et al.,	:	
	:	
Intervenor-Respondents.	:	
	:	
	X	

Objectors, Maine State Retirement System, Pension Trust Fund for Operating Engineers, Vermont Pension Investment Committee, and Washington State Plumbing & Pipefitting Pension Trust (“Objectors”), are institutional investors who purchased the mortgage backed securities that are at the center of the proposed settlement.

Objectors hereby file this Objection to the proposed Settlement and Notice to Appear in the above entitled action.

Objectors, object to the proposed settlement as follows:

1. The Settlement Agreement and other papers filed with the Court do not provide enough information to evaluate the settlement. For example, no plan of allocation or other methodology is provided that would allow investors to determine how the proceeds are being allocated amongst the various trusts and the various tranches of each trust. As such, investors are unable to evaluate the fairness of the allocation of the settlement proceeds among the trusts and tranches at issue.

2. In order to evaluate the settlement, Objectors seek the discovery set forth in Attachment A hereto.

Objectors reserve their right to supplement this objection as need be.

DATED: August 30, 2011

Respectfully submitted,

ROBBINS GELLER RUDMAN
& DOWD LLP
ROBERT M. ROTHMAN

s/ ROBERT M. ROTHMAN
ROBERT M. ROTHMAN

58 South Service Road, Suite 200
Melville, NY 11747
Telephone: 631/367-7100
631/367-1173 (fax)

ROBBINS GELLER RUDMAN
& DOWD LLP
DARREN J. ROBBINS
SPENCER A. BURKHOLZ
THOMAS E. EGLER
DANIEL S. DROSMAN
SCOTT H. SAHAM
DANIELLE S. MYERS
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

KESSLER TOPAZ MELTZER
& CHECK, LLP
SEAN M. HANDLER
ANDREW L. ZIVITZ
LAUREN WAGNER PEDERSON
SHARAN NIRMUL
JENNIFER L. JOOST
280 King of Prussia Road
Radnor, PA 19087
Telephone: 610/667-7706
610/667-7056 (fax)

Attorneys for Objectors Maine State Retirement
System, Pension Trust Fund for Operating
Engineers, Vermont Pension Investment
Committee, and Washington State Plumbing &
Pipefitting Pension Trust

CERTIFICATE OF SERVICE

I hereby certify that on August 30, 2011, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on August 30, 2011.

s/ ROBERT M. ROTHMAN
ROBERT M. ROTHMAN

ROBBINS GELLER RUDMAN
& DOWD LLP
58 South Service Road, Suite 200
Melville, NY 11747
Telephone: 631/367-7100
631/367-1173 (fax)

E-mail: rrothman@rgrdlaw.com

Mailing Information for a Case 1:11-cv-05988-UA

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Owen L. Cyrulnik**
ocyrulnik@graisellsworth.com,lwilson@graisellsworth.com,aatlas@graisellsworth.com,sviafore@graisellsworth.com
- **David J. Grais**
dgrais@graisellsworth.com,ocyrulnik@graisellsworth.com,ssullivan@graisellsworth.com,jwalker@graisellsworth.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)